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**Hearing Date: August 15, 2011**  
**Time: 10:00 a.m.**

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

-----X  
In re:

USA UNITED FLEET INC., a/k/a  
SHORELINE FLEET, INC.,

Debtor.

Chapter 7

Case No. 11-45867-jf

-----X  
In re:

USA UNITED HOLDINGS INC., a/k/a  
SHORELINE MERGE, INC.,

Debtor.

Chapter 7

Case No. 11-45868-jf

-----X  
In re:

UNITED FLEET INC.,

Debtor.

Chapter 7

Case No. 11-45869-jf

-----X  
In re:

UNITED TOM TOM TRANSPORATION  
INC., a/k/a SHORELINE BUSES, INC.,

Debtor.

Chapter 7

Case No. 11-45872-jf

-----X  
In re:

USA UNITED BUS EXPRESS INC., a/k/a  
SHORELINE BUS EXPRESS, INC..

Chapter 7

Case No. 11-45873-jf

Debtor.

-----X  
In re:

USA UNITED TRANSIT INC., a/k/a  
SHORELINE PUPIL TRANSIT, INC.,

Chapter 7

Case No. 11-45875-jf

Debtor.

-----X  
In re:

TOM TOM ESCORTS ONLY, INC.,

Chapter 7

Case No. 11-45876-jf

Debtor.

-----X  
In re:

SHORELINE TRANSIT INC.,

Chapter 7

Case No. 11-45877-jf

Debtor.

-----X

**LIMITED OBJECTION TO THE APPLICATION OF ANDERSON KILL & OLICK,  
P.C. TO WITHDRAW AS COUNSEL TO THE DEBTORS**

**TO: HONORABLE JEROME FELLER  
UNITED STATES BANKRUPTCY JUDGE**

Richard J. McCord, Esq., the Chapter 7 Trustee for USA United Fleet Inc., a/k/a

Shoreline Fleet, Inc.; USA United Holdings Inc., a/k/a Shoreline Merge, Inc.; United Fleet, Inc.;

United Tom Tom Transportation Inc., a/k/a Shoreline Buses, Inc.; USA United Bus Express

Inc., a/k Richard J. McCord, Esq., the Chapter 7 Trustee for USA United Fleet Inc., a/k/a Shoreline Fleet, Inc.; USA United Holdings Inc., a/k/a Shoreline Merge, Inc.; United Fleet, Inc.; United Tom Tom Transportation Inc., a/k/a Shoreline Buses, Inc.; USA United Bus Express Inc., a/k/a Shoreline Bus Express, Inc.; USA United Transit Inc., a/k/a USA United Pupil Transit, Inc.; Tom Tom Escorts Only, Inc.; and Shoreline Transit Inc. (collectively, the “United Debtors”), submits this limited objection to the Application of Anderson Kill & Olick, P.C. to Withdraw as Counsel to the Debtors, respectfully represents as follows:

#### **BACKGROUND**

1. On July 6, 2011 (the “United Petition Date”), each of the United Debtors commenced a voluntary case under Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).
2. On July 29, 2011, the Court converted each of the United Debtors’ Chapter 11 cases to cases under Chapter 7 of the Bankruptcy Code.
3. By Order dated July 29, 2011, Richard J. McCord, Esq. (the “Trustee”) was appointed the Chapter 7 Trustee of each of the converted cases of the United Debtors.
4. On August 11, 2011, Anderson Kill & Olick, P.C. (“AKO”), Counsel for the United Debtors, filed an Ex Parte Application of the Debtors for an Order Shortening Time Period for Notice Pursuant to Fed.R.Bankr.P. 9006(c)(1) and 9007 and Local Bankruptcy Rule 9077-1 (the “Ex Parte Application”) and Scheduling Hearing on Application of Anderson Kill & Olick, P.C. to Withdraw as Counsel to the Debtors(Dkt No. 105) and Motion to Withdraw as Counsel to the Debtors (“Motion”)(Dkt. No. 104).
5. On August 11, 2011, the Order was entered granting the Ex Parte Application.
6. On August 9, 2011, AKO filed an Application for an Order Authorizing

Employment and Retention of Anderson Kill & Olick, P.C., as Counsel to the Debtors and Debtors in Possession from the Petition Date to July 29, 2011. On August 11, 2011, the Court signed an Order granting said Application.

7. The petitions filed by AKO for the United Debtors on July 6, 2011 did not contain any schedules of debtors' assets and liabilities. The Schedules were filed by AKO on August 3, 2011 and the Statement of Financial Affairs was filed on August 4, 2011. Pursuant to the Statement of Financial Affairs, AKO received a retainer on June 29, 2011 from one of the Debtors, United Tom Tom Transportation, in the amount of \$50,000.00.

8. Local Rule 2090-1(d) "withdrawal or substitution of attorneys of record" states in pertinent part an application for withdrawal of counsel shall include a showing by affidavit of satisfactory reasons for withdrawal or displacement and the posture of the case, including the status of any pending matters. It is respectfully submitted that AKO fails to address the required issues in 2090-1(d).

9. The Trustee is requesting that this Court deny the instant Motion or grant the Trustee a thirty day adjournment of the Motion to allow the Trustee to continue his investigation into AKO services provided to the United Debtors Estates.

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**WHEREFORE**, the Trustee respectfully requests that the Court deny the instant Motion or grant the Trustee a thirty day adjournment of the Motion; and (ii) granting such other and further relief in favor of the Trustee as the Court may deem just and proper.

Dated: East Meadow, New York  
August 12, 2011

**CERTILMAN BALIN ADLER & HYMAN, LLP**  
Attorneys for Richard J. McCord, Esq., Chapter 7  
Trustee for the United Debtors and Northeast Debtors

By: /s/ Richard J. McCord  
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